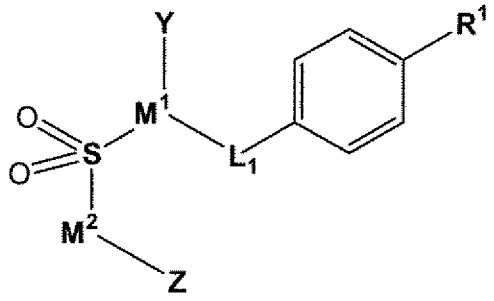
This listing of claims will replace all prior versions, and listings, of claims in the application (note that amendments are **highlighted in bold**):

Listing of Claims:

1-14 Canceled

15. (**Currently Amended**) ~~**The compound according to claim 1**~~ **A compound** having the formula II:



II

or a pharmaceutically acceptable salt thereof, wherein

Y is selected from the group consisting of hydrogen, alkoxy, alkyl, $-CF_3$, -CN $-C(O)OR^2$, cycloalkyl, halogen, $-N(R^2)_2$, $-OCF_3$ and –OH, with the proviso that when p is 2, the Y moieties can form a cyclic ring of 3 to 7 ring atoms of which 1-2 may be a heteroatom;

Z is selected from the group consisting of hydrogen, alkoxy, alkyl, $-CF_3$, $-C(O)OR^2$, halogen, heterocyclyl, $-N(R^2)_2$, $-OCF_3$, -O-cycloalkyl and -OH;

R^1 is selected from the group consisting of hydrogen, alkoxy, ~~**alkyl,**~~ **$-CH(CH_3)_2$,** cycloalkyl, heterocyclyl and $-N(R^2)_2$;

R^2 is selected from the group consisting of hydrogen, alkyl, aryl and cycloalkyl;

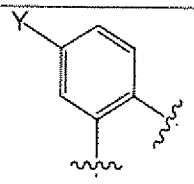
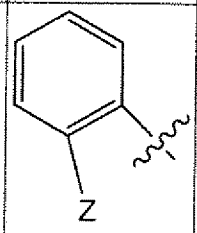
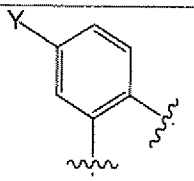
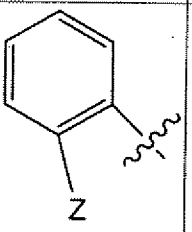
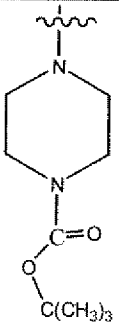
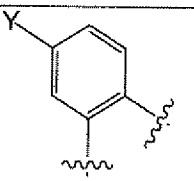
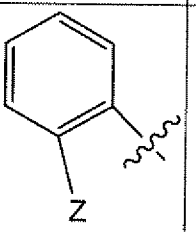
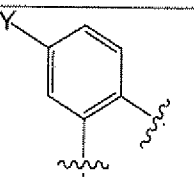
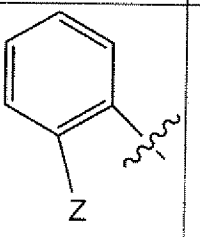
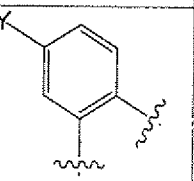
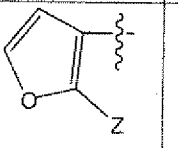
L^1 is a covalent bond, $-C(R^2)_2$-or $-S(O_2)$-;

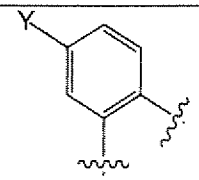
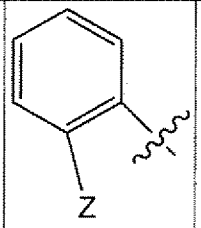
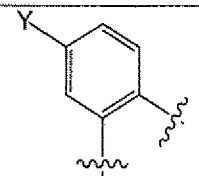
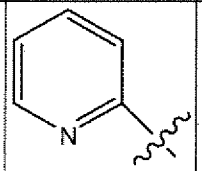
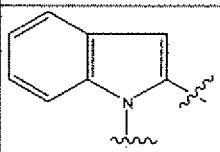
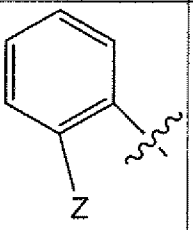
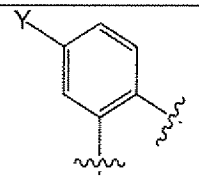
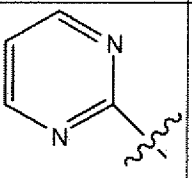
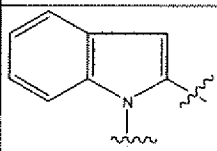
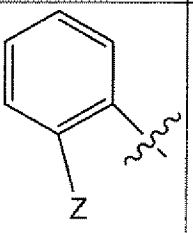
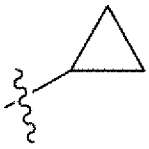
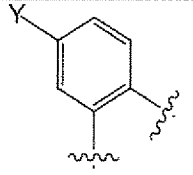
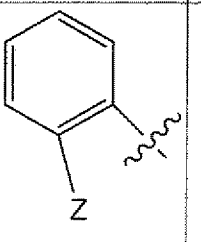
M^1 is aryl, indolyl, oxabicycloheptenyl or furanyl;

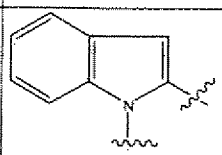
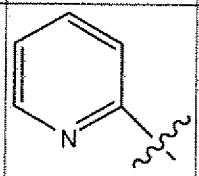
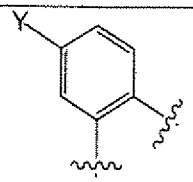
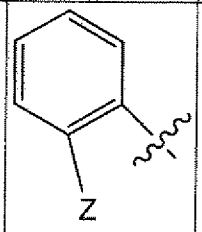
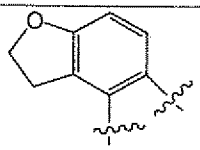
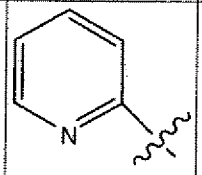
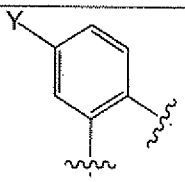
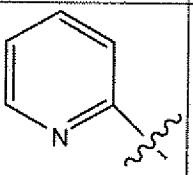
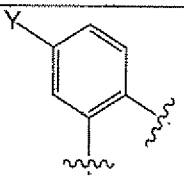
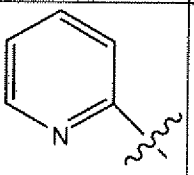
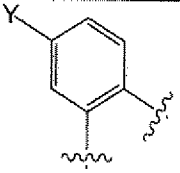
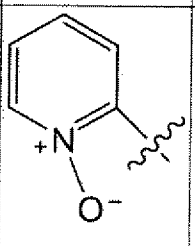
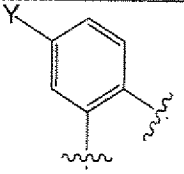
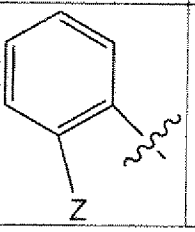
and

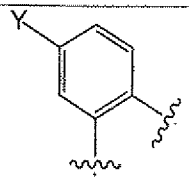
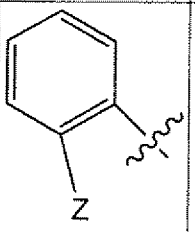
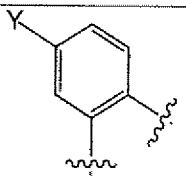
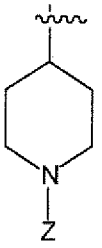
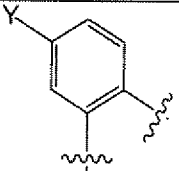
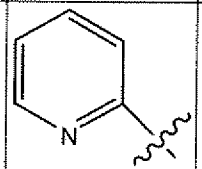
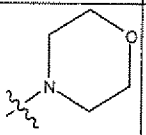
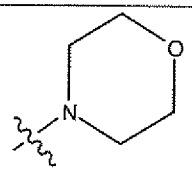
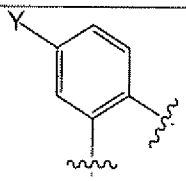
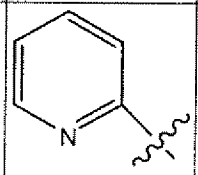
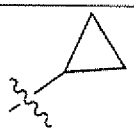
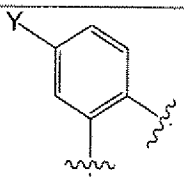
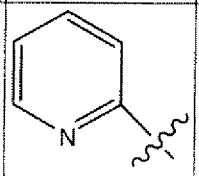
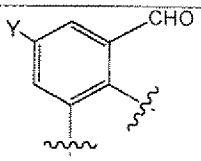
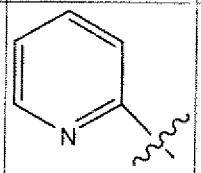
M^2 is aryl, cycloalkyl, heteroaryl or heterocyclyl.

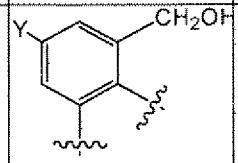
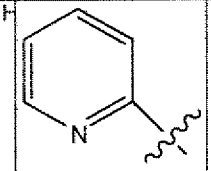
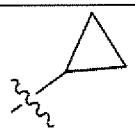
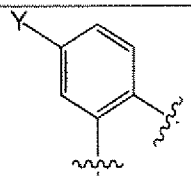
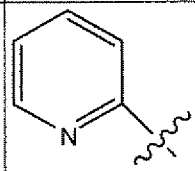
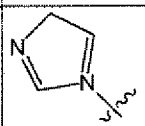
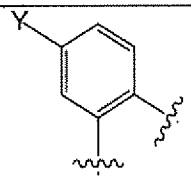
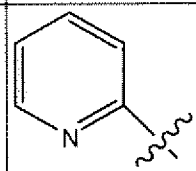
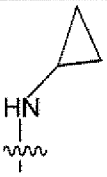
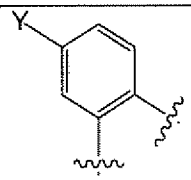
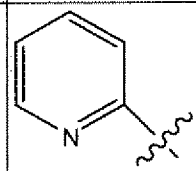
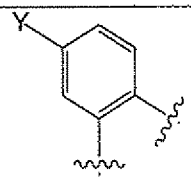
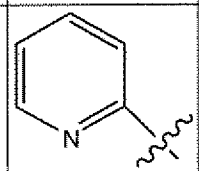
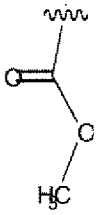
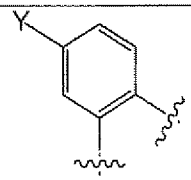
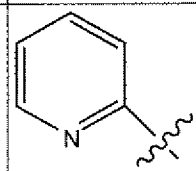
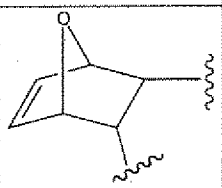
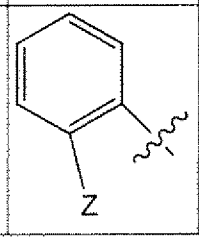
16. (original) The compound according to claim 15 having the formula II, or a pharmaceutically acceptable salt thereof, wherein R^1, L^1, M^1, M^2, Y and Z are as set forth in the following table:

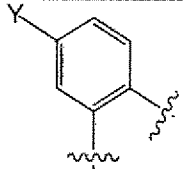
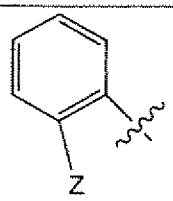
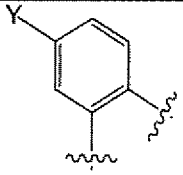
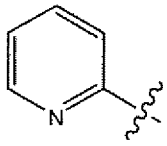
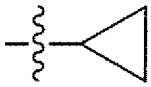
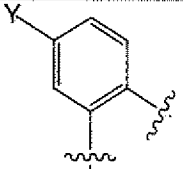
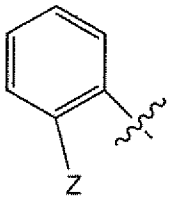
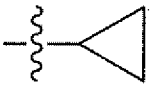
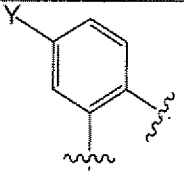
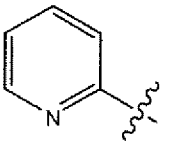
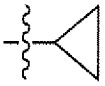
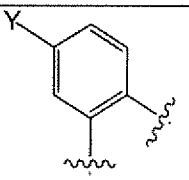
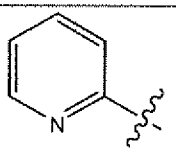
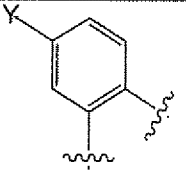
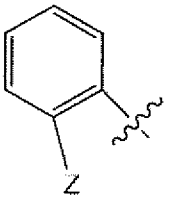
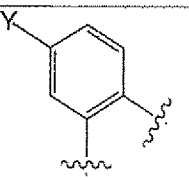
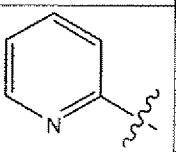
R^1	L^1	M^1-Y	M^2-Z	Y	Z
$-CH(CH_3)_2$	$-CH_2-$			$-CF_3$	F
$-CH(CH_3)_2$	$-CH_2-$			$-CF_3$	
$-CH(CH_3)_2$	$-CH_2-$			$-OCF_3$	F
$-CH(CH_3)_2$	$-CH_2-$			$-OCF_3$	$-NH(CH_2)_2OH$
$-CH(CH_3)_2$	$-S(O_2)-$			$-OCF_3$	$-CH_3$

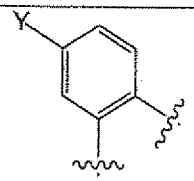
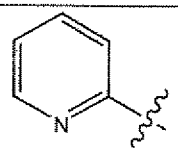
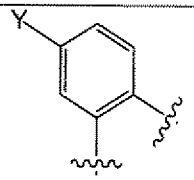
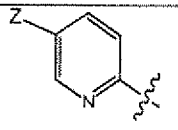
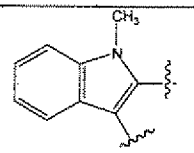
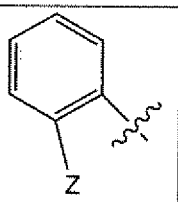
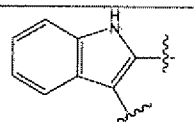
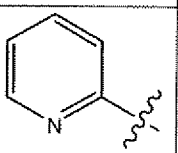
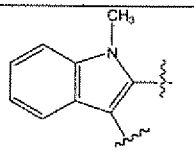
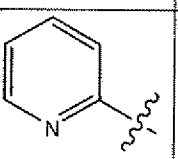
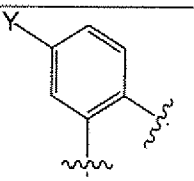
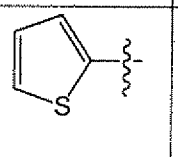
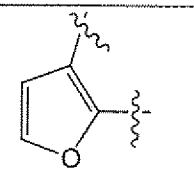
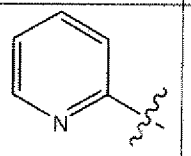
R^1	L^1	M^1-Y	M^2-Z	Y	Z
$-CH(CH_3)_2$	$-S(O_2)-$			$-OCF_3$	F
$-CH(CH_3)_2$	$-S(O_2)-$			$-OCF_3$	H
$-CH(CH_3)_2$	$-S(O_2)-$			H	F
$-CH(CH_3)_2$	$-S(O_2)-$			$-OCF_3$	H
$-CH(CH_3)_2$	$-CH_2-$			H	F
	$-S(O_2)-$			Cl	F

R^1	L^1	M^1-Y	M^2-Z	Y	Z
$-CH(CH_3)_2$	$-S(O_2)-$			H	H
$-CH(CH_3)_2$	$-S(O_2)-$			$N(CH_3)_2$	F
$-CH(CH_3)_2$	$-S(O_2)-$			H	H
$-N(CH_3)_2$	$-S(O_2)-$			$-CH(CH_3)_2$	H
$-CH(CH_3)_2$	$-S(O_2)-$			$-N(CH_3)_2$	H
$-CH(CH_3)_2$	$-S(O_2)-$			$-CH(CH_3)_2$	H
$-CH(CH_3)_2$	$-S(O_2)-$			OH	F

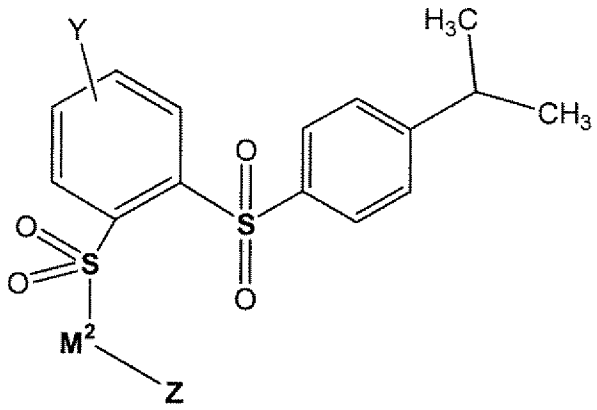
R^1	L^1	M^1-Y	M^2-Z	Y	Z
$-CH(CH_3)_2$	$-S(O_2)-$				F
$-CH(CH_3)_2$	Covalent bond			$-CH(CH_3)_2$	$-CH_3$
$-CH(CH_3)_2$	$-S(O_2)-$				H
	$-S(O_2)-$			$-CH(CH_3)_2$	H
	$-S(O_2)-$			$-OCH_3$	H
$-CH(CH_3)_2$	$-S(O_2)-$			$-CH(CH_3)_2$	H

R^1	L^1	M^1-Y	M^2-Z	Y	Z
$-CH(CH_3)_2$	$-S(O_2)-$			$-CH(CH_3)_2$	H
	$-S(O_2)-$				H
	$-S(O_2)-$				H
$-CH(CH_3)_2$	$-S(O_2)-$			-CN	H
$-CH(CH_3)_2$	$-S(O_2)-$				H
$-CH(CH_3)_2$	$-S(O_2)-$			$-CF_3$	H
$-CH(CH_3)_2$	$-S(O_2)-$			H	F

R^1	L^1	M^1-Y	M^2-Z	Y	Z
$-CH(CH_3)_2$	$-S(O_2)-$			$-OCH_3$	F
$-CH(CH_3)_2$	$-S(O_2)-$			$-OCH_3$	H
	$-S(O_2)-$			$-OCH_3$	F
	$-S(O_2)-$				H
$-CH(CH_3)_2$	$-S(O_2)-$			$-CH(CH_3)_2$	H
$-CH(CH_3)_2$	$-S(O_2)-$			$-OCH(CH_3)_2$	F
$-CH(CH_3)_2$	$-S(O_2)-$			$-OCH(CH_3)_2$	H

R^1	L^1	M^1-Y	M^2-Z	Y	Z
$-OCH(CH_3)_2$	$-S(O_2)-$			$-CH(CH_3)_2$	H
$-CH(CH_3)_2$	$-S(O_2)-$			$-OCH(CH_3)_2$	$-COOCH_3$
$-CH(CH_3)_2$	$-S(O_2)-$			H	F
$-CH(CH_3)_2$	$-S(O_2)-$			H	H
$-CH(CH_3)_2$	$-S(O_2)-$			H	H
$-CH(CH_3)_2$	$-S(O_2)-$			$-CF_3$	H
$-CH(CH_3)_2$	$-S(O_2)-$			H	H

17. (**Currently Amended**) ~~The~~ **A** compound according to claim ~~1~~ **15** having the formula III:



III

or a pharmaceutically acceptable salt thereof, wherein

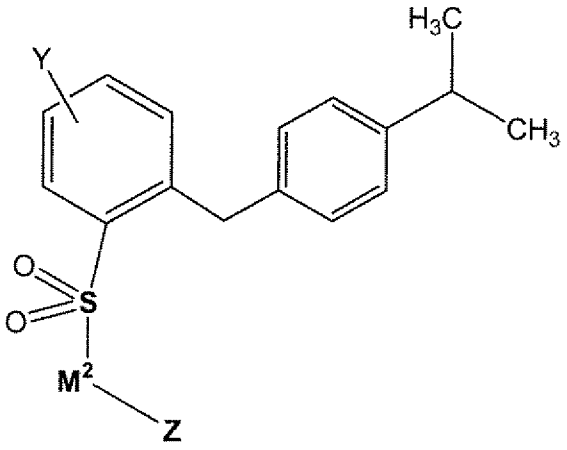
Y is selected from the group consisting of hydrogen, alkoxy, alkyl, $-CF_3$, cycloalkyl, halogen, $-OCF_3$ and -OH;

Z is selected from the group consisting of hydrogen, alkyl, $-CF_3$, halogen,$-N(R^2)_2$, $-OCF_3$ and -OH;

and

M^2 is aryl or heteroaryl.

18. (**Withdrawn - Currently Amended**) The compound according to claim ~~1~~ **15** having the formula IV



IV

or a pharmaceutically acceptable salt thereof, wherein

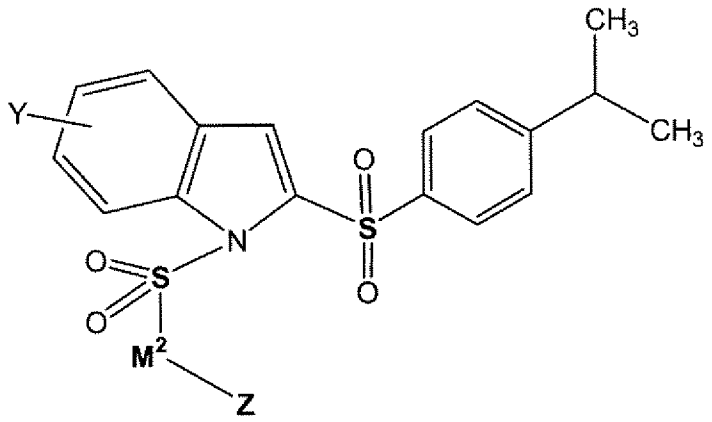
Y is selected from the group consisting of hydrogen, alkoxy, alkyl, cycloalkyl and $-OCF_3$;

Z is selected from the group consisting of hydrogen, alkyl, $-CF_3$, halogen, $-N(R^2)_2$, $-OCF_3$ and -OH;

and

M^2 is aryl or heteroaryl.

19. (**Withdrawn - Currently Amended**) The compound according to claim ~~1~~ **15** having the formula V



V

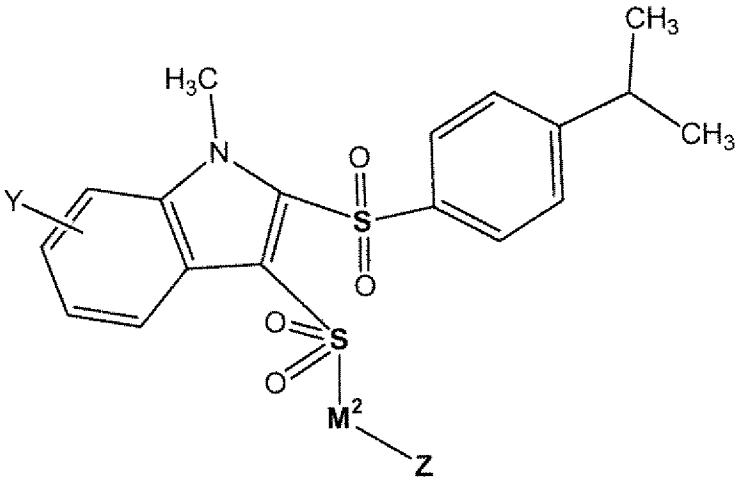
or a pharmaceutically acceptable salt thereof, wherein

Z is selected from the group consisting of hydrogen, $-CF_3$, halogen, $-OCF_3$ and -OH;

and

M^2 is aryl or heteroaryl.

20. (**Withdrawn - Currently Amended**) The compound of claim ~~1~~ **15** having the formula VI



VI

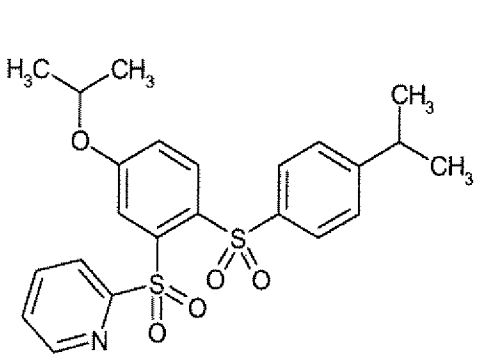
or a pharmaceutically acceptable salt thereof, wherein

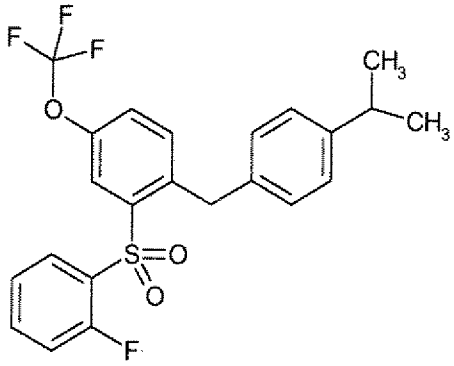
M^2 is aryl or heteroaryl;

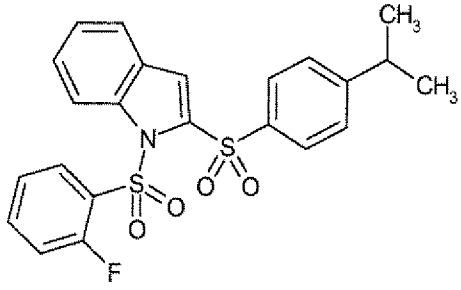
and

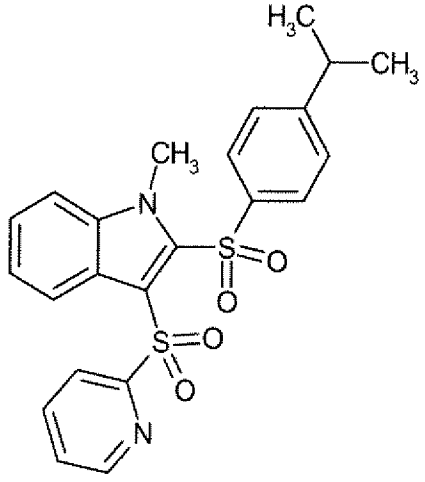
Z is selected from the group consisting of hydrogen, alkyl, halogen, $-CF_3$, $-N(R^2)_2$, -OH and $-OCF_3$.

21. (**Withdrawn – Currently Amended**) The compound of claim ~~1~~ **15** having the formula:









or

or a pharmaceutically acceptable salt thereof.

22. (**Currently Amended**) A pharmaceutical composition comprising an effective amount of at least one compound according to claim ~~1~~ **15** and a pharmaceutically acceptable carrier.

23. (original) A pharmaceutical composition comprising an effective amount of at least one compound according to claim 16 and a pharmaceutically acceptable carrier.

Claims 24-29 (previously canceled)

30. (**Currently Amended**) A process for making a pharmaceutical composition comprising combining at least one compound of claim ~~1~~ 15 and at least one pharmaceutically acceptable carrier.

31. (original) A process for making a pharmaceutical composition comprising combining at least one compound of claim 16 and at least one pharmaceutically acceptable carrier.

Claims 32-57 (previously canceled)

58 (**Withdrawn - Currently Amended**). A method of treating cancer, inflammatory diseases, immunomodulatory diseases, or respiratory diseases comprising administering to a mammal in need of such treatment an effective amount of at least one compound according to claim ~~1~~ 15.

59 (**Withdrawn**). A method of treating cancer, inflammatory diseases, immunomodulatory diseases, or respiratory diseases comprising administering to a mammal in need of such treatment an effective amount of at least one compound according to claim 16.

60 (**Withdrawn - Currently Amended**). A method of treating cutaneous T cell lymphoma, rheumatoid arthritis, systemic lupus erythematosus, multiple sclerosis, glaucoma, diabetes, sepsis, shock, sarcoidosis, idiopathic pulmonary fibrosis, bronchopulmonary dysplasia, retinal disease, scleroderma, osteoporosis, renal ischemia, myocardial infarction, cerebral stroke, cerebral ischemia, nephritis, hepatitis, glomerulonephritis, cryptogenic fibrosing aveolitis, psoriasis, transplant rejection, atopic dermatitis, vasculitis, allergy, seasonal allergic rhinitis, Crohn's disease, inflammatory bowel

disease, reversible airway obstruction, adult respiratory distress syndrome, asthma, chronic obstructive pulmonary disease (COPD) or bronchitis comprising administering to a mammal in need of such treatment an effective amount of at least one compound according to claim ~~1~~ **15**.

61 (**Withdrawn**). A method of treating cutaneous T cell lymphoma, rheumatoid arthritis, systemic lupus erythematosus, multiple sclerosis, glaucoma, diabetes, sepsis, shock, sarcoidosis, idiopathic pulmonary fibrosis, bronchopulmonary dysplasia, retinal disease, scleroderma, osteoporosis, renal ischemia, myocardial infarction, cerebral stroke, cerebral ischemia, nephritis, hepatitis, glomerulonephritis, cryptogenic fibrosing aveolitis, psoriasis, transplant rejection, atopic dermatitis, vasculitis, allergy, seasonal allergic rhinitis, Crohn's disease, inflammatory bowel disease, reversible airway obstruction, adult respiratory distress syndrome, asthma, chronic obstructive pulmonary disease (COPD) or bronchitis comprising administering to a mammal in need of such treatment an effective amount of at least one compound according to claim 16.

62 (**Withdrawn**). The method of claim 58 wherein the condition or disease treated is selected from rheumatoid arthritis, multiple sclerosis, seasonal allergic rhinitis, psoriasis, transplant rejection and chronic obstructive pulmonary disease.

63 (**Withdrawn**). The method of claim 59 wherein the condition or disease treated is selected from rheumatoid arthritis, multiple sclerosis, seasonal allergic rhinitis, psoriasis, transplant rejection and chronic obstructive pulmonary disease.

64 (**Currently Amended**). A process for making a pharmaceutical composition comprising combining at least one compound of claim ~~1~~ **15** and at least one pharmaceutically acceptable carrier.

65 (**Previously presented**). A process for making a pharmaceutical composition comprising combining at least one compound of claim 16 and at least one pharmaceutically acceptable carrier.

66 (**Withdrawn - Currently Amended**). A method of treating rheumatoid arthritis comprising administering to a mammal in need thereof an effective amount of at least one compound of claim ~~1~~ **15** in combination with at least one compound selected from the class consisting of a COX-2 inhibitor, a COX-1 inhibitor, an immunosuppressive, a steroid, an anti-TNF-α compound or other classes of compounds indicated for the treatment of rheumatoid arthritis.

67 (**Withdrawn**). A method of treating rheumatoid arthritis comprising administering to a mammal in need thereof an effective amount of at least one compound of claim 16 in combination with at least one compound selected from the class consisting of a COX-2 inhibitor, a COX-1 inhibitor, an immunosuppressive, a steroid, an anti-TNF-α compound or other classes of compounds indicated for the treatment of rheumatoid arthritis.

68 (**Withdrawn**). The method of claim 66 wherein the COX-2 inhibitor is Celebrex or Vioxx, the COX-1 inhibitor is Feldene, the immunosuppressive is methotrexate, leflunomide, sulfasalazine, or cyclosporin, the steroid is β-methasone and the anti-TNF-α compound is Enbrel or Remicade.

69 (**Withdrawn**). The method of claim 67 wherein the COX-2 inhibitor is Celebrex or Vioxx, the COX-1 inhibitor is Feldene, the immunosuppressive is methotrexate, leflunomide, sulfasalazine, or cyclosporin, the steroid is β-methasone and the anti-TNF-α compound is Enbrel or Remicade.

70 (**Withdrawn - Currently Amended**). A composition for treating rheumatoid arthritis which comprises a compound selected from the class consisting of a COX-2 inhibitor, a COX-1 inhibitor, an immunosuppressive, a steroid, an anti-TNF-α compound or other classes of compounds indicated for the treatment

of rheumatoid arthritis and an effective amount of at least one compound of claim ~~1~~ **15**.

71 (**Withdrawn**). A composition for treating rheumatoid arthritis which comprises a compound selected from the class consisting of a COX-2 inhibitor, a COX-1 inhibitor, an immunosuppressive, a steroid, an anti-TNF-α compound or other classes of compounds indicated for the treatment of rheumatoid arthritis and an effective amount of at least one compound of claim 16.

72 (**Withdrawn**). The composition of claim 70 wherein the COX-2 inhibitor is Celebrex or Vioxx, the COX-1 inhibitor is Feldene, the immunosuppressive is methotrexate, leflunomide, sulfasalazine, or cyclosporin, the steroid is β-methasone and the anti-TNF-α compound is Enbrel or Remicade.

73 (**Withdrawn**). The composition of claim 71 wherein the COX-2 inhibitor is Celebrex or Vioxx, the COX-1 inhibitor is Feldene, the immunosuppressive is methotrexate, leflunomide, sulfasalazine, or cyclosporin, the steroid is β-methasone and the anti-TNF-α compound is Enbrel or Remicade.

74 (**Withdrawn - Currently Amended**). A method of treating multiple sclerosis comprising administering to a mammal in need thereof an effective amount of at least one compound of claim ~~1~~ **15** in combination with an effective amount of a compound selected from Avonex, Betaseron, Copaxone or other compounds indicated for the treatment of multiple sclerosis.

75 (**Withdrawn**). A method of treating multiple sclerosis comprising administering to a mammal in need thereof an effective amount of at least one compound of claim 16 in combination with an effective amount of a compound selected from Avonex, Betaseron, Copaxone or other compounds indicated for the treatment of multiple sclerosis.

76 (**Withdrawn - Currently Amended**). A composition for treating multiple sclerosis which comprises a compound selected from Avonex, Betaseron,

Copaxone or other compounds indicated for the treatment of multiple sclerosis and an effective amount of at least one compound of claim ~~1~~ **15**.

77 (**Withdrawn**). A composition for treating multiple sclerosis which comprises a compound selected from Avonex, Betaseron, Copaxone or other compounds indicated for the treatment of multiple sclerosis and an effective amount of at least one compound of claim 16.

78 (**Withdrawn - Currently Amended**). A method of treating psoriasis comprising administering to a mammal in need thereof an effective amount of at least one compound as defined in claim ~~1~~ **15** in combination with a compound selected from the class consisting of an immunosuppressive, a steroid, an anti-TNF-α compound or other classes of compounds indicated for the treatment of psoriasis.

79 (**Withdrawn**). A method of treating psoriasis comprising administering to a mammal in need thereof an effective amount of at least one compound as defined in claim 16 in combination with a compound selected from the class consisting of an immunosuppressive, a steroid, an anti-TNF-α compound or other classes of compounds indicated for the treatment of psoriasis.

80 (**Withdrawn**). The method of claim 78 wherein the immunosuppressive is methotrexate, leflunomide, sulfasalazine or cyclosporin, the steroid is β-methasone and the anti-TNF-α compound is Enbrel or Remicade.

81 (**Withdrawn**). The method of claim 79 wherein the immunosuppressive is methotrexate, leflunomide, sulfasalazine or cyclosporin, the steroid is β-methasone and the anti-TNF-α compound is Enbrel or Remicade.

82 (**Withdrawn - Currently Amended**). A composition for treating psoriasis which comprises a compound selected from the class consisting of an immunosuppressive, a steroid, an anti-TNF-α compound or other classes of compounds indicated for the treatment of psoriasis and an effective amount of at least one compound of claim ~~1~~ **15**.

83 (**Withdrawn**). A composition for treating psoriasis which comprises a compound selected from the class consisting of an immunosuppressive, a steroid, an anti-TNF-α compound or other classes of compounds indicated for the treatment of psoriasis and an effective amount of at least one compound of claim 16.

84 (**Withdrawn**). The composition of claim 82 wherein the immunosuppressive is methotrexate, leflunomide, sulfasalazine or cyclosporin, the steroid is β-methasone and the anti-TNF-α compound is Enbrel or Remicade.

85 (**Withdrawn**). The composition of claim 83 wherein the immunosuppressive is methotrexate, leflunomide, sulfasalazine or cyclosporin, the steroid is β-methasone and the anti-TNF-α compound is Enbrel or Remicade.

86 (**Withdrawn - Currently Amended**). A method of treating seasonal allergic rhinitis and/or asthma comprising an effective amount of at least one compound of claim ~~1~~ **15** in combination with at least one H1 antagonist.

87 (**Withdrawn**). A method of treating seasonal allergic rhinitis and/or asthma comprising an effective amount of at least one compound of claim 16 in combination with at least one H1 antagonist.

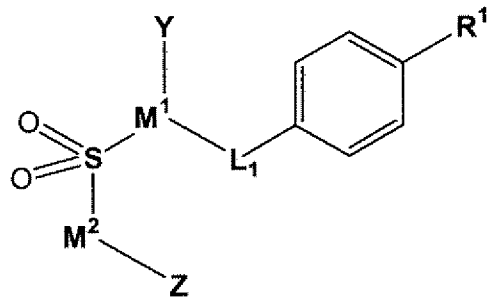
88 (**Withdrawn - Currently Amended**). A composition for treating seasonal allergic rhinitis and/or asthma which comprises an effective amount of at least one H1 antagonist and an effective amount of at least one compound of claim ~~1~~ **15**.

89 (**Withdrawn**). A composition for treating seasonal allergic rhinitis and/or asthma which comprises an effective amount of at least one H1 antagonist and an effective amount of at least one compound of claim 16.

90 (**Withdrawn**). The composition of claim 88 wherein the H1 antagonist is selected from Claritin, Clarinex, Zyrtec and Allegra.

91 (**Withdrawn**). The composition of claim 89 wherein the H1 antagonist is selected from Claritin, Clarinex, Zyrtec and Allegra.

92. (New) A compound having the formula II:



II

or a pharmaceutically acceptable salt thereof, wherein

Y is selected from the group consisting of hydrogen, alkoxy, alkyl, $-CF_3$, -CN $-C(O)OR^2$, cycloalkyl, halogen, $-N(R^2)_2$, $-OCF_3$ and –OH, with the proviso that when p is 2, the Y moieties can form a cyclic ring of 3 to 7 ring atoms of which 1-2 may be a heteroatom;

Z is selected from the group consisting of hydrogen, alkoxy, alkyl, $-CF_3$, $-C(O)OR^2$, halogen, heterocyclyl, $-N(R^2)_2$, $-OCF_3$, -O-cycloalkyl and -OH;

R^1 is selected from the group consisting of hydrogen, alkoxy, cycloalkyl, heterocyclyl and $-N(R^2)_2$;

R^2 is selected from the group consisting of hydrogen, alkyl, aryl and cycloalkyl;

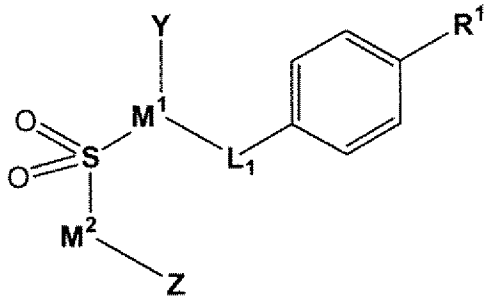
L^1 is a covalent bond, $-C(R^2)_2$-or $-S(O_2)$-;

M^1 is aryl, indolyl, oxabicycloheptenyl or furanyl;

and

M^2 is aryl, cycloalkyl, heteroaryl or heterocyclyl.

93. (New) A compound having the formula II:



II

or a pharmaceutically acceptable salt thereof, wherein

Y is selected from the group consisting of hydrogen, alkoxy, alkyl, $-CF_3$, -CN $-C(O)OR^2$, cycloalkyl, halogen, $-N(R^2)_2$, $-OCF_3$ and –OH, with the proviso that when p is 2, the Y moieties can form a cyclic ring of 3 to 7 ring atoms of which 1-2 may be a heteroatom;

Z is selected from the group consisting of hydrogen, alkoxy, alkyl, $-CF_3$, $-C(O)OR^2$, halogen, heterocyclyl, $-N(R^2)_2$, $-OCF_3$, -O-cycloalkyl and -OH;

R^1 is selected from the group consisting of hydrogen, alkoxy, alkyl, cycloalkyl, heterocyclyl and $-N(R^2)_2$;

R^2 is selected from the group consisting of hydrogen, alkyl, aryl and cycloalkyl;

L^1 is a covalent bond, $-C(R^2)_2$-or $-S(O_2)$-;

M^1 is aryl, indolyl, oxabicycloheptenyl or furanyl;

and

M^2 is aryl, cycloalkyl, heteroaryl or heterocyclyl,

with the proviso that when Z is methyl, then R^1 is not methyl.